# IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

| In re: | Chapter 11 |
|--------|------------|
|        | i          |

FRANCHISE GROUP, INC., et al., 1

Debtors.

(Jointly Administered)

Case No. 24-12480 (LSS)

### **AFFIDAVIT OF SERVICE**

I, Tariful Huq, depose and say that I am employed by Kroll Restructuring Administration LLC ("*Kroll*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On February 12, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Fourth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 957]
- Disclosure Statement for the Fourth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 958]

<sup>&</sup>lt;sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers. to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Notice of Filing of Blacklines of Fourth Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the Fourth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 959]
- Notice of Filing of Further Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [Docket No. 960]
- Notice of Cancellation of Auction [Docket No. 961] (the "Notice of Cancellation of Auction")

On February 12, 2025, at my direction and under my supervision, employees of Kroll caused the Notice of Cancellation of Auction and the following document to be served by the method set forth on the Notice Parties Service List attached hereto as **Exhibit B**:

• Amended Notice of Agenda for Hearing of Matters Scheduled for February 13, 2025 at 10:00 a.m. (ET) [Docket No. 962] (the "*Amended Agenda*")

On February 12, 2025, at my direction and under my supervision, employees of Kroll caused the Amended Agenda and the following document to be served by the method set forth on the Core/2002 Agenda Service List attached hereto as **Exhibit C**:

• Notice of Bench Ruling [Docket No. 965]

Dated: February 20, 2025

<u>/s/ Tariful Huq</u> Tariful Huq

State of New York County of New York

Subscribed and sworn (or affirmed) to me on February 20, 2025, by Tariful Huq, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

### /s/ OLEG BITMAN

Notary Public, State of New York No. 01BI6339574 Qualified in New York County Commission Expires April 4, 2028

2 SRF 86018

## Exhibit A

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| DESCRIPTION  | NAME                                      | ADDRESS  | EMAIL                         | METHOD OF SERVICE  |  |
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| Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the  |   | Suite 1800   |                               |                    |  |
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| Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the  |   | 500 Delaware Avenue, 8th Floor   |                               |                    |  |
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| City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC,   |   | Barclay Damon Tower  |                               |                    |  |
| National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT, LP,   |   | 125 East Jefferson Street  |                               |                    |  |
| and/or certain of their affiliates   | Barclay Damon LLP                         | Syracuse NY 13202  | knewman@barclaydamon.com      | Email              |  |
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| National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT, LP,   |   | Ninth Floor  |                               |                    |  |
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| City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC,   |   | 1270 Avenue of the Americas  |                               |                    |  |
| National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP,  |   | Suite 501  |                               |                    |  |
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| Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust,  |   | 600 N. Market Street, Suite 400  |                               |                    |  |
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| Counsel to The ChildSmiles Group, LLC a/k/a Abra Health  | Benesch Friedlander Coplan & Aronoff LLP  | Cleveland OH 44114   | esmith@beneschlaw.com         | Email              |  |
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|  |   | Hercules Plaza                                       |                                   |                   |  |
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| Counsel to Kawips Delaware Cuyahoga Falls, LLC   | Cross & Simon, LLC                         | Wilmington DE 19801   | kmann@crosslaw.com                       | Email             |  |
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| ounsel for WPG Legacy, LLC   | Frost Brown Todd LLP                       | Cincinnati OH 45202   | jkleisinger@fbtlaw.com                   | Email             |  |
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## Case 24-12480-LSS Doc 1028 Filed 02/24/25 Page 7 of 24

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## Exhibit B

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### Exhibit B

Notice Parties Service List Served as set forth below

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| ("Fairhaven"), TKG Paxton Towne Center Development LP ("Paxton"),        |                             |                    |              |       |             | darimask@mamlauv.co==                   | Email             |
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### Exhibit B

### Notice Parties Service List Served as set forth below

| NAME   | ADDRESS 1 | ADDRESS 2 | CITY | STATE | POSTAL CODE | EMAIL                             | METHOD OF SERVICE |
|--|-----------|-----------|------|-------|-------------|-----------------------------------|-------------------|
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| Holdings, LLC, Garden City Owner LLC                                     |           |           |      |       |             | kbifferato@connollygallagher.com  | Email             |
|  |           |           |      |       |             |                                   |                   |
| United Parcel Service, Inc., UPS Supply Chain Solutions, Inc., UPS Ocean |           |           |      |       |             |                                   |                   |
| Freight Services, Inc., UPS Asia Group Pte. Ltd. and UPS Europe SRL.     |           |           |      |       |             | roger.maldonado@faegredrinker.com | Email             |
|  |           |           |      |       |             |                                   |                   |
| United Parcel Service, Inc., UPS Supply Chain Solutions, Inc., UPS Ocean |           |           |      |       |             |                                   |                   |
| Freight Services, Inc., UPS Asia Group Pte. Ltd. and UPS Europe SRL.     |           |           |      |       |             | sarah.silveira@faegredrinker.com  | Email             |
| US Securities and Exchange Commission                                    |           |           |      |       |             | uptegrovew@sec.gov                | Email             |
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## Exhibit C

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| board of each of the retaining periors   | Akiii Guilip Strauss nauer & Feiu ELF     | Attn: Michael S. Stamer, Brad M. Kahn, Avi E. Luf              | mbrimmage@akingump.com<br>mstamer@akingump.com | Email                 |
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| institute country to imperium measurem run concetto.   | Imperial freasurer rax concetor            | Centralized Insolvency Operation   |  |              | THIS CIGSS WIGH      |
|  |  | P.O. Box 7346  |  |              | First Class Mail and |
| Insolvency Section   | Internal Revenue Service                   | Philadelphia PA 19101-7346   |  | 855-235-6787 | Facsimile            |
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|  | ee Kerrick Bachert PSC                     | Bowling Green KY 42102-9547  |  | 270-782-5856 | Facsimile            |
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